

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

INTERNATIONAL TELEX: 620976

TELETYPE: 710-581-0338

TELEX: 125547

8-193A071

No.

JUL 12 1978

Date

Fee \$ 10

ICC Washington, D. C.

July 11, 1978

Equipment Lease between
TRUST COMPANY FOR USL, INC., as trustee, and
DIAMOND SHAMROCK CORPORATION dated as of
April 1, 1978, filed pursuant to Section 20c of
the Interstate Commerce Act on May 9, 1978,
under recordation number 9366-A

Dear Sir:

Enclosed herewith for recordation pursuant to Section 20c of the Interstate Commerce Act is Amendment Number One dated as of April 1, 1978, to the Equipment Lease referenced in the caption of this letter. The parties to said Amendment Number One are:

Trust Company for USL, Inc., as Trustee, Lessor,
1211 West 22d Street,
Oak Brook, Illinois 60521

and

Diamond Shamrock Corporation, Lessee,
1100 Superior Avenue,
Cleveland, Ohio 44114.

In addition, Chemical Bank, Trustor, and Union Mutual Life Insurance Company, Secured Party, while not parties to the Equipment Lease, have joined in the execution of the enclosed Amendment Number One.

MAURICE T. MOORE
BRUCE BROMLEY
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
ALLEN H. MERRILL
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK

GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL

COUNSEL

ROSSELL L. GILPATRICK
CARLYLE E. MAW

L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROMMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE: 01-606-1421
TELEX: 8814901

CABLE ADDRESSES

CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

RECEIVED
JUL 12 10 52 AM '78
FEE OPERATION BR.
I.C.C. S.

Handwritten signature/initials in left margin.

RECORDATION NO. 9566-8
FILED & RECORDED

JUL 12 1978 - 10 55 AM

AMENDMENT NUMBER ONE
TO
EQUIPMENT LEASE
BETWEEN
Trust Company for USL, Inc., as Trustee
and
Diamond Shamrock Corporation

The Equipment Lease, dated as of April 1, 1978
(the "Lease") between Diamond Shamrock Corporation, a Delaware
Corporation, and Trust Company for USL, Inc., as Trustee under
a Trust Agreement dated as of April 1, 1978 with Chemical Bank,
a New York banking corporation (the "Trustor") is hereby amended
as set forth below, effective as of April 1, 1978.

In Section 14.1(a) insert after the word "days;" the
following:

provided however, that if notice of such default
(whether written, telegraphic or telephonic) is
received by the Lessee from the Lessor or the
Secured Party, then such ten-day period shall
be reduced to the longer of (i) one business
day from the date of the receipt of such notice,
and (ii) five days from the date of such default

IN WITNESS WHEREOF, the Lessor, the Lessee, the Trustor
and Union Mutual Life Insurance Company (the "Secured Party")
have each caused this Amendment to be duly executed as of April 1,
1978.

[CORPORATE SEAL]

ATTEST:

James W. Tracy
ASSISTANT SECRETARY

CHEMICAL BANK

By [Signature]
Senior Vice President

RECORDATION NO. 9366-2
FILED & RECORDED

JUL 12 1978 - 10 55 AM

AMENDMENT NUMBER ONE
TO
EQUIPMENT LEASE

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1978.

[CORPORATE SEAL]

ATTEST:

James W. O'Leary
ASSISTANT SECRETARY

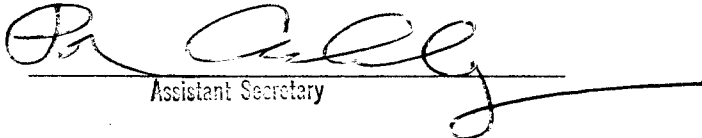
CHEMICAL BANK

By [Signature]
Senior Vice President

TRUST COMPANY FOR USL, INC.,
not individually but solely as
trustee under DIAMOND SHAMROCK
TRUST No. 2

[CORPORATE SEAL]

ATTEST:

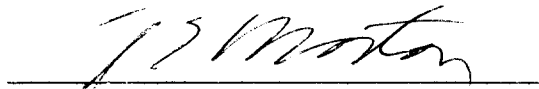

Assistant Secretary

By Hesa Wakemane
Vice President

DIAMOND SHAMROCK CORPORATION

[CORPORATE SEAL]

ATTEST:


T. E. Morton
Assistant Secretary

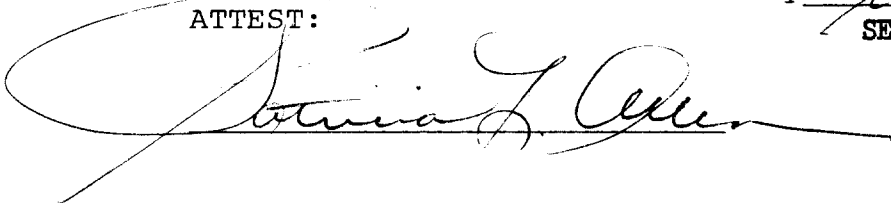
By D. C. Miller
Treasurer

UNION MUTUAL LIFE INSURANCE COMPANY

[CORPORATE SEAL]


ATTEST:

By Edmund R. Worley
SECOND VICE PRESIDENT



STATE OF New York :
 : SS
COUNTY OF New York :

On this 7th day of June, 1978, before me personally appeared Robert W. Brooks, to me personally known, who being by me duly sworn, says that he is the Senior V.P. of Chemical Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation as trustee by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as trustee.

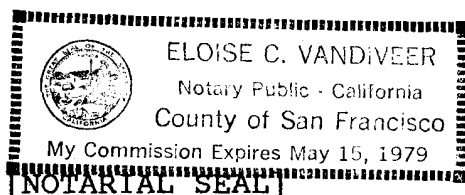

Notary Public
JEFFREY B. REITMAN
Notary Public, State of New York
No. 52-8542125
Qualified in Suffolk County
Commission Expires March 30, 1980

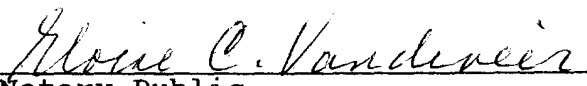
[NOTARIAL SEAL]

My Commission expires:

STATE OF California :
 : SS
COUNTY OF San Francisco :

On this 17th day of June, 1978, before me personally appeared Rosa Guterman, to me personally known, who being by me duly sworn, says that she is the Vice President of Trust Company for USL, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation as trustee by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as trustee.




Notary Public

My Commission expires: 5-15-79

STATE OF Ohio :
COUNTY OF Cuyahoga : SS
:

On this 16th day of June, 1978, before me personally appeared D. C. Melke, to me personally known, who being by me duly sworn, says that he is the Treasurer of Diamond Shamrock Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marlene L. Leverette
Notary Public
MARLENE L. LEVERETTE
Notary Public For Cuyahoga County, O.
My Commission Expires 5/29/79

[NOTARIAL SEAL]

My commission expires:

STATE OF Maine :
COUNTY OF Cumberland : SS
:

On this 28 day of June, 1978, before me personally appeared Edmund R. Dooley, to me personally known, who being by me duly sworn, says that he is a ^{second} Vice President of UNION MUTUAL LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna M. Demmons
Notary Public

(SEAL)

MY COMMISSION EXPIRES
MAY 8, 1981

Interstate Commerce Commission

Washington, D.C. 20423

7/12/78

OFFICE OF THE SECRETARY

**Paul W. Voegeli
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005**

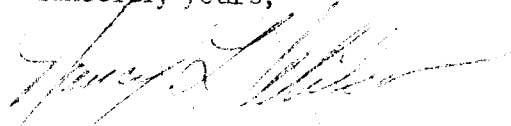
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **7/12/78** at **10:55am** and assigned recordation number(s)

9366-C

Sincerely yours,



Nancy L. Wilson
Acting Secretary

Enclosure(s)